Subject: RE: Amendment to the Marketing Committee section of the bylaws
From: Alan Johnson <AlanJ@Victory-Group.com>
Date: 01/28/2016 12:08 PM
To: Lorena Parker <lparker@sanpedrobid.com>
CC: "Eisenberg, Eric (ericeoban@gmail.com)" <ericeoban@gmail.com>

Lorena-
I'm no expert in such things but as long as anything that comes before the committee can be voted upon by whomever shows up and recommended for approval to the board I'm good with it.
Alan

From: Lorena Parker [mailto:lparker@sanpedrobid.com]
Sent: Thursday, January 28, 2016 10:17 AM
To: eric eisenberg <ericeoban@gmail.com>; Alan Johnson <AlanJ@Victory-Group.com>
Subject: Amendment to the Marketing Committee section of the bylaws

Eric/Alan,

If the committee can't take any final action, I question whether we need to add language related to "a quorum at marketing committee to be the majority of members present" doesn't actually make any sense. A quorum relates to having enough members present to conduct the meeting.

Would it make more sense to state that "recommendations by the marketing committee brought to the board will be voted on by the marketing committee members present at the meeting."

Your thoughts?

SECTION 6.1 COMMITTEES OF DIRECTORS

The board of directors may, by motion adopted by a majority of the directors then in office, designate one or more committees and its members, each consisting of two or more directors, to serve at the pleasure of the board of directors. The SPPOA Executive Director and Marketing Manager will serve on the committee. If the board of director selects any non-board member to the committee, that committee member shall have a minimum of two year's experience as a San Pedro business owner or community leader. Any committee, to the extent provided in the motion of the board of directors, shall have all the authority of the board of directors, except that no committee, regardless of board of directors' resolution, may:

a. Take any final action on matters, which, under the California Nonprofit Mutual Benefit Corporation Law, also requires members' approval or approval of a majority of all the members;

b. Fill vacancies on the board of directors or in any committee, which has the authority of the board of directors.

c. Fix compensation of the directors for serving on the board directors or on any committee;

d. Amend or repeal bylaws or adopt new bylaws;

e. Amend or repeal any resolution or action of the board of directors;

f. Appoint any other committees of the board of directors or the

members of these committees;

g. Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected;

h. Except as provided in Section 5233(d)(3) of the California Corporation Code, approve any transaction;

i. To which the corporation is a party and one or more directors have a material financial interest; or,

ii. Between the corporation and one or more of its directors, or between the corporation and any person in which one or more of its directors have a material financial interest.

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